

## **EXHIBIT A**

**WHEREAS**, it has been proposed that the Board establish a matrix of signing authority relating to certain transactions, agreements and documents that may be entered into from time to time by the Company and its direct and indirect subsidiaries.

**RESOLVED**, that the Board hereby adopts the matrix of signing authority attached hereto as Exhibit 2 for use by the Company and its direct and indirect subsidiaries in connection with the conduct of their respective businesses.